



## **The Sandhills Community College Board of Trustees Bylaws**

“Among the factors which differentiate outstanding from mediocre colleges none is more evident than the presence of visionary leadership. The Board and President in the main provide this leadership.”

Thomas B. Merson, Assistant Director for Commissions,  
American Association of Community and Junior Colleges, 1964

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## **Foreword**

The Bylaws of The Trustees of Sandhills Community College are designed to identify the responsibilities and powers of the governing body of the College and to provide an organizational structure for the execution of their duties. The legal authority contained herein is derived from Chapter 115D, *General Statutes of North Carolina*, adopted in 1979 as a revision of the original 1963 Act and subsequent amendments to that Act.

The Bylaws, as printed herein, were amended, approved and restated on April 8, 2025.

**Article I: Governance and Membership**

**SECTION 1— Powers and Duties of Trustees**

The Trustees of Sandhills Community College are hereby vested to exercise all of the powers and duties as proscribed in Chapter 115D of the North Carolina General Statutes and as authorized by the North Carolina State Board of Community Colleges. As a body corporate, the Trustees are authorized to do all things necessary and proper to organize and operate Sandhills Community College consistent with laws and State Board policies and regulations.

The Trustees of Sandhills Community College authorizes the establishment of the Sandhills Community College Foundation, Inc. as defined by North Carolina General Statute 115D-20 (9) and as authorized by the North Carolina State Board of Community Colleges. In accordance with the Sandhills Community College Foundation, Inc. Bylaws, the Trustees of Sandhills Community College appoints members of the Sandhills Community College Foundation Board.

The Trustees hereby incorporate by reference the Sandhills Community College Board of Trustees Bylaws/Constitution, which shall take precedent over any policy or procedure adopted by the Board or College.

**SECTION 2—Board of Trustee Membership**

The Board of Trustee appointments shall be made in the manner set forth in N.C.G.S., Section 115D-12.

**115D-12. Each institution to have Board of Trustees; selection of Trustees.**

- (a) Each community college established or operated pursuant to this Chapter shall be governed by a Board of Trustees composed as follows:
  - 1. Eight Trustees appointed by the General Assembly under G.S. 120-121. The General Assembly shall appoint two members annually. One member shall be appointed upon the recommendation of the Speaker of the House of Representatives and one member shall be appointed upon the recommendation of the President Pro Tempore of the Senate.
  - 2. Four Trustees elected by the Board of Commissioners of the county in which the main campus of the institution is located, one of whom may be a county commissioner. In addition, each Board of Commissioners of any other county in the administrative area that provides plant funds to the institution shall elect two additional Trustees to the Board, one of whom may be a county commissioner. A Board of Commissioners may delegate the election of one or more of its Trustees to a Board of Education of a local school administrative unit located in the administrative area of the Institution. If the Board delegates its authority to elect, the following conditions apply:

- a. The delegation shall expire at the end of the term of office of the Trustee but may be renewed by the Board of Commissioners.
  - b. If an institution's administrative area contains more than one local school administrative unit, the Board of Commissioners may delegate the election to the Boards of Education of those units jointly.
  - c. If the delegated election has not occurred by May 1 of the year in which the election is to be made, the Board of Commissioners shall revoke the delegation and shall elect the Trustee or Trustees.
3. The President of the Student Government or the Chair of the Executive Board of the Student Body of each community college is an ex officio nonvoting member if the Board of Trustees of the community college agrees.
- (a) No member of the General Assembly shall be a Trustee of a local Board of Trustees.
  - (b) All Trustees shall be residents of the administrative area of the institution for which they are selected or of counties contiguous to the administrative area with the exception of the ex officio student nonvoting member.
  - (b1) No person who has been employed full time by the community college within the prior 5 years and no spouse or child of a person currently employed full time by the community college shall serve on the Board of Trustees of that college.
  - (c) Vacancies occurring in a seat appointed by the General Assembly shall be filled as provided in G.S. 120-122. Vacancies occurring in a seat elected by a Board of County Commissioners shall be filled for the remainder of the unexpired term in the manner in which regular selections are made.

### **SECTION 3—Trustee Legal Status**

The Board of Trustees (“Board”) is a body corporate. Members of the Board have authority only when acting as the Board in a properly and duly called meeting. The Board will not be bound in any way by any statement or action on the part of an individual Board member or employee except when such action is specifically instructed and authorized by the Board.

### **SECTION 4—Legal Counsel**

As needed, the Board will retain attorneys to provide legal services for it and the College, including both legal advice and representation in litigation. Such employment shall be at the pleasure of the Board. Any attorney retained by the Board represents the legal entity of the College and not any individual Board member or administrator. The President may consult with the Board attorney as needed to carry out administrative operations and to protect the Board and the College from liability. Other staff may consult with the Board attorney as determined appropriate by the President.

Additionally, the President may recommend other attorneys to the Board to provide legal services for it and the College. At times, the College may be represented in investigations and litigation by attorneys provided through liability insurance.

**SECTION 5—Oath of Office**

- A. All Trustees shall, following notice of appointment or reappointment to the Board of Trustees by whatever source appointed, take the following oath:

*I, \_\_\_\_\_, solemnly swear (affirm) that I will support the Constitution of the United States, so help me God.*

*I, \_\_\_\_\_, solemnly and sincerely swear (affirm) that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability, so help me God.*

*I, \_\_\_\_\_, do swear (or affirm) that I will well and truly execute the duties of office of Trustee of Sandhills Community College according to the best of my skill and ability, according to the law, so help me God.*

- B. The oath shall be administered by a person authorized to administer oaths under the laws of the State of North Carolina, such as a notary public.

## **Article II: Policies and Organization**

### **SECTION 1—Confidential Information**

As required by federal and state law, members of the Board of Trustees and College employees have a legal duty to maintain the confidentiality of non-public, confidential records. From time-to-time and in the scope of their official duties, Board members and College employees are exposed to confidential information that should not be disclosed, in any fashion, except to those individuals/entities that have a legal right to have or view the information. Any College employee who is not sure whether particular information may be protected by state or federal confidentiality laws should seek clarification from his or her immediate supervisor. Board members should seek clarification from the President or Board attorney. When violations occur, appropriate disciplinary action will be taken.

### **SECTION 2—Conflict of Interest**

In accordance with N.C.G.S. §§ 14-234, 133-32 and Chapter 138A and in order to avoid conflicts of interest, the appearance of a conflict of interest or the appearance of impropriety, the Board of Trustees and College employees shall adhere to the following policies:

#### **A. Contracts with the College**

Board members and employees shall not do any of the following:

1. Obtain a direct benefit from a contract that he/she is involved in making or administering on the College's behalf unless a legal exception applies;
2. Influence or attempt to influence anyone who is involved in making or administering a contract on the College's behalf; or
3. Solicit or receive any gift, favor, reward, service, or promise of reward, including a promise of future employment, in exchange for recommending, influencing, or attempting to influence the award of a contract by the College.

A Board member or employee is involved in administering a contract if he/she oversees the performance of the contract or has authority to interpret or make decisions regarding the contract. A Board member or employee is involved in making a contract if he/she participates in the development of specifications or terms of the contract or participates in the preparation or award of the contract. An employee derives a direct benefit from a contract if the employee or his/her spouse does any of the following: (a) has more than ten percent (10%) ownership or other interest in an entity that is a party to the contract; (b) derives any income or commission directly from the contract; or (c) acquires property under the contract.

**B. Receipt of Gifts**

Unless a legal exception otherwise applies, no Board member or College employee may accept gifts from any person or group desiring to do or doing business with the College unless such gifts are instructional products or advertising items of nominal value that are widely distributed.

**C. Reporting Requirements**

Any Board members or employees who have questions regarding a policy or whose actions could be construed as involving a conflict of interest shall report as follows:

1. College employees shall report to the President.
2. President/Board Members shall report to the Board Chair.
3. Board Chair may consult with the College's legal counsel.

**D. N.C. State Ethics Act**

All voting Board members, the President, and the Executive Vice President ("Covered Persons") are subject to the N.C. State Ethics Act. Covered Persons shall complete and file a public disclosure of economic interests as required under the Act, adhere to the ethics standard required under the Act, and shall complete all required mandatory ethics education and training.

**E. Contracts with Non-Profits**

A Board member who is also a director, officer, or governing board member of a nonprofit organization will not (1) knowingly vote on, participate in deliberations on, or administer any contract with that nonprofit; (2) influence or attempt to influence the deliberation or vote of others on any such contract; or (3) solicit or receive any gift, reward, or other benefit in exchange for recommending, influencing, or attempting to influence the award of such contract in violation of G.S. 14-234.3. A Board member must notify the Chair of any potential conflict under this section and, if the Board votes on the matter, a Board member with a conflict under this section may not participate in the debate or vote on the matter. Once the Board member's recusal is recorded in the minutes of the Board, the Board may approve the contract.

Any contract entered into in violation of this section is void.

**F. Appearance of a Conflict**

Board members and employees shall make every effort to avoid even the appearance of a conflict of interest. An appearance of conflict exists when a reasonable person may conclude from the circumstances that a Trustee or employee's ability to protect the public interest, or perform public duties, is compromised by familial, personal, or financial

interests. An appearance of conflict may exist even in the absence of a true conflict of interest.

Any applicable State Board administrative regulations and policies and any applicable North Carolina state law will take precedence over this Policy.

### **SECTION 3—Adopting Policies and Procedures**

The Board of Trustees' policies shall constitute the basic governance for the College. All of the Board's policies shall be contained in the College's *Policy & Procedures Manual*.

#### **I. Adopting and Amending Policies**

The following procedures shall be followed when adopting or revising policies:

- A. Either when directed by the Board or when necessitated by changes to federal and/or state laws and regulations, when otherwise determined necessary due to operational and/or management issues, or when in the College's best interest, the President, President's designee, or the Board shall draft and propose new policies and/or provide amendments to current policies.
- B. The President shall present the proposed policy to the Board at a regularly scheduled Board meeting for first reading. If approved at first reading, the proposed policy will stand open until the next regularly scheduled Board meeting where the Board will take formal action on the proposed policy. In the event of an emergency or special conditions (e.g., legal changes mandated by a specific date), the Board may waive second reading and approve the proposed policy at first reading.
- C. During the policy development process, the President shall consider, and when necessary solicit, the views and considerations of faculty and staff members, students, and the public.
- D. Board members may propose amendments to proposed policies at any time during the process. An amendment would require that the proposed policy go through an additional reading with the exception of clerical errors.
- E. In order for the proposed policy to be official, the proposed policy must be formally adopted by a majority of the Board members present at an official Board meeting with the Board's action being recorded in the Board's minutes.

**II. Adopting Administrative Procedures**

Unless otherwise stated in a specific policy, the President is hereby authorized to develop and implement administrative procedures and policies that are in furtherance of and consistent with the Board’s policies.

**SECTION 4—Selection of Officers**

The officers of the Board of Trustees shall be a Chairman, Vice Chairman, and Secretary, all of whom shall be elected at the annual organizational meeting, which shall occur at the last meeting of the calendar year, and from the membership of the Board of Trustees, with the exception of the secretary who need not be a Trustee, for a period of one year and shall be eligible for reelection. In case of a tie vote, an incumbent officer shall remain in office if (a) all members were present and voting; or (b) if fewer than all members were present at the annual organizational meeting, in which instance another election for that office would be held at each subsequent called or regular meeting until a majority of the quorum is expressed. A member so elected shall serve the remainder of the term.

**SECTION 5—The President and Assistant Secretary**

The President shall be elected by the Board of Trustees and shall serve at the pleasure of the Board. The President is authorized to designate an employee of the College as Assistant Secretary of the Board, subject to approval of the Board.

**I. The President:**

- A. Shall be responsible for all administrative and managerial aspects of the development and operation of the College;
- B. Shall submit recommended policies and public policy decisions to the Board of Trustees when it requests the President to do so or when the President deems it to be in the best interest of the College;
- C. Shall recommend changes in college organization, finance, programs, physical facilities, and personnel;
- D. Shall notify the Board Chair and report to the Board any changes in personnel at regular meetings of the Board to include new hires, newly created positions, elimination of positions, reductions in force, and separations—all pursuant to §115D-20(2), by which the Board delegates the authority of employing personnel of the College to the President;
- E. Shall arrange, attend, and participate in, without vote, all meetings of the Board and attend, or assign a designee to attend, its committees, except when the

President's absence is requested by the Board; and

- F. Shall be the custodian of all official records, documents, and seal of the College.

## **II. The Assistant Secretary:**

- A. Shall be on call to the Chairman, Vice Chairman, Secretary, and Chairmen of committees to support the workings of the Board and its committees;
- B. Shall record minutes of Trustee meetings and Trustee committee meetings for review by the Secretary, and disseminate the minutes to all Trustees;
- C. Shall notify the Trustees and President of the time and place of all meetings of the Board, notify affected Trustees of committee meetings, and publish public notice of meetings as required by law; and
- D. In the absence of the Secretary, shall attest official documents by signature.

## **SECTION 6—Committees and Functions**

### **Committee Establishment and Method of Appointment**

The Board of Trustees may establish such standing committees and such special committees as it deems necessary to serve and protect the institution's welfare. The Board shall have four standing committees: Buildings and Grounds; Educational Programs and Student Affairs; Finance, Planning, and Personnel; and Governance. The Chairman of the Board of Trustees shall appoint the members of all committees.

All committees shall consist of a minimum of five Trustees and the Chairman of the Board of Trustees who shall serve as an *ex officio* member with voting privileges. A Chairman for each committee shall be appointed by the Chairman of the Board of Trustees from the committee membership. Committees shall meet on call of the committee Chairman, on call of the Chairman of the Board of Trustees, or upon request of the President, and shall meet at least once each calendar year.

### **Limitation of Authority of Committees**

Committees are appointed to study, to review, to investigate, and to formulate proposals, and to make recommendations to the Board. Committees are not authorized to act or to speak for the Board unless expressly, directly, and specifically authorized by the Board.

**Relationship of Committees to the President**

Each committee Chairman shall confer regularly with the President and/or his designee. Unless the absence of the President is requested, the President or a designated member or members of his staff shall attend all committee meetings.

**Types of Committees and Their Regular Functions**

**1. Buildings and Grounds Committee**

In consultation with the President, and/or the President’s designee, the Buildings and Grounds Committee shall:

- a. Conduct, or require to be conducted, studies relating to sites (on or off campus), buildings, and grounds;
- b. Recommend to the Board architects, engineers, or planners for construction projects;
- c. Recommend a long-range campus plan and modifications of it periodically;
- d. Review bids for construction projects and recommend to the Board awards of contracts, recommend building and landscape programs;
- e. With the College’s attorney, recommend to the Board securing and granting of easements and rights-of-way and any other legal matter affecting buildings, grounds, and property of the College; and
- f. Discharge other responsibilities as the Board of Trustees may assign.

**2. Educational Programs and Student Affairs Committee**

In consultation with the President, and/or the President’s designee, the Educational Programs and Student Affairs Committee shall:

- a. Request the President to study and to report findings concerning the need for educational program change, either adding or dropping a program;
- b. Receive from the President, study, and recommend to the Board with such modifications as it deems appropriate proposals for student services;
- c. Receive all educational program proposals from the President, study, review, and recommend action by the Board;
- d. Every two years, or more often if it desires, may request educational program reports from the President showing enrollment, graduates, job outlook, and any other relevant information, and report findings with recommendations to the Board;
- e. Periodically, may request studies of factors which bear upon success of instruction such as financial support, qualifications and adequacy of personnel, equipment, facilities, supplies, and travel and report findings with recommendations to the Board.
- f. Make recommendations to the Board concerning policies affecting students of the College, including but not limited to admissions, athletics, out-of-class activities, traffic regulations, discipline, clubs, organizations, health, welfare, and financial aid;
- g. Receive reports and make appropriate recommendations to the Board concerning enrollment management; and
- h. Discharge other responsibilities as the Board of Trustees may assign.

**3. Finance, Personnel, and Planning Committee**

In consultation with the President, and/or the President's designee, the Finance, Personnel, and Planning Committee shall:

- a. Make recommendations to the Board regarding fiscal policies of the College;
- b. Receive proposals by the President, study and recommend to the Board with such modifications as it deems appropriate:
  1. the annual budget from public funds for current operations and capital outlay;
  2. any special or unusual expenditures, or any expense in excess of the approved budget; and
  3. the annual budgets from non-public funds and auxiliary enterprises.
- c. Receive, study and recommend to the Board such action as it deems appropriate on any reports of the budget, purchasing and accounting procedures, audits, or other functions required by it or presented to it by the President, county or state officials, or the Board;
- d. Recommend to the Board policies regarding:
  1. investment of surplus current funds, capital outlay funds, and endowment funds;
  2. appropriate and adequate bonding of employees; and
  3. transfer of funds among budget line items.
- e. With the Chairman of the Trustees and President, the Chairman shall assume leadership for the advocacy of adequate financial support of the needs of the College before county and state officials and the public generally.
- f. Review annually insurance coverage of buildings and their contents and recommend to the Board adequate coverage of losses.
- g. Establish local fees as defined in State Board Code of Community Colleges Chapter E, "Student Tuition and Fees."
- h. Recommend to the Board personnel policies of the College;
- i. Receive and study proposals from the President for fringe benefits and educational leave and advise the Board;
- j. Review the annual holiday schedule and advise the Board;
- k. Upon request from the President, shall meet to give counsel on any problem arising from or affecting an individual employee or personnel generally;
- l. Approve salary policies on an annual basis.
- m. Oversee the development of the College's long-range plan and its periodic updates;
- n. Recommend appropriate Board action concerning adoption of the plan;
- o. Report to the Board annually on the College's progress toward the accomplishment of the plan's objectives; and
- p. Discharge other responsibilities as the Board of Trustees may assign.

**4. Governance Committee**

In consultation with the President, and/or the President's designee, the Governance Committee shall:

- a. Advise the Board on how to govern more efficiently, which may include matters related to Board policies, best practices for governance, internal workings of the Board, and federal and state legislative changes that may impact College and/or Board operations.

**5. Hearing Committee**

- a. At the request of the Chairman of the Board, the Hearing Committee, serving *ad hoc*, shall serve as an appeal board for disputes that cannot be resolved internally by the College.
- b. Decisions of the Hearing Committee shall be final.

## Article III: Meetings

### SECTION 1—Board Meetings

All official business conducted by the Board of Trustees shall be conducted at a duly noticed, official meeting of the Board. Pursuant to North Carolina law, a “meeting” of the Board occurs whenever a majority of the members of the Board meet, in person or by some electronic means, in order to: conduct a hearing, deliberate, take action, or otherwise transact public business. All Board meetings must be called pursuant to the proper notice and all meetings are open to the public except for a closed session.

#### Board Meetings

Pursuant to applicable North Carolina law, the Board is allowed to conduct four types of official meetings: regular meetings, special called meetings, emergency meetings, and recessed meetings. All meetings are public meetings unless designated as a closed session meeting.

#### A. Types of Meetings

1. **Regular Meeting.** At its annual meeting, the Board shall establish a meeting schedule for its six required regular meetings for the upcoming year. The Board shall maintain a copy of the schedule for its regular meetings on its website and a hard copy shall be filed with the Board’s Secretary and shall be posted in a centralized location on campus. If the schedule is revised, the Board’s Secretary shall cause to have the website updated and revise the posted copy of the schedule as soon as possible. Any changes to the regular meeting schedule, except for the cancellation of a meeting, shall require seven (7) calendar days’ notice before the day of the first meeting held under the revised schedule.

The Board’s Secretary shall keep the minutes for all regular meetings and the minutes shall be approved by the Board at its next regular meeting.

2. **Special Called Meeting.** A special-called meeting may be called by either the Board Chair or the College President. Additionally, the Board Chair may call special meetings upon his/her own volition, upon the request of the President, or upon the request of any three members of the Board of Trustees. The Board’s Secretary shall prepare the notice for the special called meeting. The notice must be sent to Board members at least 48 hours in advance and the notice must state the time, place and purpose(s) for the special called meeting. The notice will be sent via electronic mail to the Board members’ email address of record. If there is a bulletin board with Board meeting schedules, the special called meeting notice must be posted there at least 48 hours prior to the special called meeting. If no bulletin board is used, the Board’s Secretary shall post the notice on the door of the Board’s meeting room at least 48 hours prior to the special called meeting. If, 48 hours prior to the meeting, the public does not have access to either

the bulletin board or interior door of the Board's meeting room because the building is closed (e.g., if the special called meeting occurs on Monday but the building is closed over the weekend), the Board's Secretary shall post the notice on the front of the exterior door to the building where the Board's meeting room is located.

In addition, the Board's Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board's meetings. The notice shall also be posted on the College's website prior to the scheduled time of the meeting.

The Board's Secretary shall keep minutes of all special-called meetings and the minutes shall be approved by the Board at its next regular meeting.

3. **Emergency Meeting.** In the event of an unexpected circumstance for which the Board's immediate consideration is required and a meeting is necessary without 48 hours' notice, the Board Chair or the College President may call an emergency meeting. The Board's Secretary shall prepare the notice of the time and location for the meeting. The notice shall be sent via electronic mail to Board members' email address of record.

In addition, the Board's Secretary shall deliver the notice by email to each person who has submitted a written request for notices of the Board's meetings.

The Board's Secretary shall keep minutes of all emergency meetings and the minutes shall be approved by the Board at its next regular meeting.

4. **Recessed Meeting.** If proper notice was given at the original meeting and if the time and place of the recessed session were set during open session, no further notice is required, except, notice shall be posted on the College website prior to the scheduled recess meeting.

## **B. Closed Session Meetings**

The Board may conduct business in closed session when permitted by the reasons enumerated in N.C.G.S. § 143-318.11.

Unless otherwise designated by the Chair, the Board's Secretary shall keep minutes of all closed session meetings and the minutes shall be approved by the Board when required by law.

### **N.C.G.S. § 143-318.11. Closed Sessions.**

- (a) **Permitted Purposes.** – It is the policy of this State that closed sessions shall be held only when required to permit a public body to act in the public

interest as permitted in this section. A public body may hold a closed session and exclude the public only when a closed session is required:

1. To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes.
2. To prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award.
3. To consult with an attorney employed or retained by the public body in order to preserve the attorney-client privilege between the attorney and the public body, which privilege is hereby acknowledged. General policy matters may not be discussed in a closed session and nothing herein shall be construed to permit a public body to close a meeting that otherwise would be open merely because an attorney employed or retained by the public body is a participant. The public body may consider and give instructions to an attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure. If the public body has approved or considered a settlement, other than a malpractice settlement by or on behalf of a hospital, in closed session, the terms of that settlement shall be reported to the public body and entered into its minutes as soon as possible within a reasonable time after the settlement is concluded.
4. To discuss matters relating to the location or expansion of industries or other businesses in the area served by the public body, including agreement on a tentative list of economic development incentives that may be offered by the public body in negotiations, or to discuss matters relating to military installation closure or realignment. Any action approving the signing of an economic development contract or commitment, or the action authorizing the payment of economic development expenditures, shall be taken in an open session.
5. To establish, or to instruct the public body's staff or negotiating agents concerning the position to be taken by or on behalf of the public body in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract.
6. To consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer

or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee. General personnel policy issues may not be considered in a closed session. A public body may not consider the qualifications, competence, performance, character, fitness, appointment, or removal of a member of the public body or another body and may not consider or fill a vacancy among its own membership except in an open meeting. Final action making an appointment or discharge or removal by a public body having final authority for the appointment or discharge or removal shall be taken in an open meeting.

7. To plan, conduct, or hear reports concerning investigations of alleged criminal misconduct.
8. To formulate plans by a local board of education relating to emergency response to incidents of school violence or to formulate and adopt the school safety components of school improvement plans by a local board of education or a school improvement team.
9. To discuss and take action regarding plans to protect public safety as it relates to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity.
10. To view a recording released pursuant to G.S. 132-1.4A.

(b) Repealed by Session Laws 1991, c. 694, s. 4.

(c) **Calling a Closed Session.** A public body may hold a closed session only upon a motion duly made and adopted at an open meeting. Every motion to close a meeting shall cite one or more of the permissible purposes listed in subsection (a) of this section. A motion based on subdivision (a)(1) of this section shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on subdivision (a)(3) of this section shall identify the parties in each existing lawsuit concerning which the public body expects to receive advice during the closed session.

(d) Repealed by Session Laws 1993 (Reg. Sess., 1994), c. 570, s. 2. (1979, c. 655, s. 1; 1981, c. 831; 1985 (Reg. Sess., 1986), c. 932, s. 5; 1991, c. 694, ss. 3, 4; 1993 (Reg. Sess., 1994), c. 570, s. 2; 1995, c. 509, s. 84; 1997-222, s. 2; 1997-290, s. 2; 2001-500, s. 2; 2003-180, s. 2; 2013-360, s. 8.41(b); 2014-79, s. 9(a); 2016-88, s. 3.)

**C. Electronic Meetings**

The Board may conduct a meeting by use of conference telephone or other electronic means indicated by N.C.G.S. § 143-318.13(a). The Board shall provide a location and means whereby the public may listen to the meeting.

**SECTION 2—Committee Meetings**

In accordance with the Trustees’ Bylaws, the Board may establish standing or ad hoc committees as necessary. The Chair shall appoint the members of the committees as well as the committee Chairs. Committees established by the Board, including the Executive Committee, are subject to this policy except that a majority of the committee’s members, present and in attendance at the meeting, shall constitute a quorum of the committee.

**SECTION 3—Meeting Procedures**

**A. Parliamentary Procedures.** When conducting its meeting, the Board shall use the parliamentary procedures consistent with the most updated version of *Roberts Rules of Order*. As part of his/her official duties, the Board Chair shall serve as the parliamentarian officer and shall rule on issues and questions concerning parliamentary procedure. As needed, the Board Chair shall consult with the Board’s attorney regarding matters of parliamentary procedure.

**B. Meeting Agenda.** The Board Chair and the President will prepare a proposed agenda for each Board meeting. A request to have an item of business placed on the agenda must be received at least five (5) business days before the meeting. Each Board member will receive a copy of the proposed agenda four (4) business days prior to the meeting and the agenda will be available for public inspection and/or distribution immediately after being made available to Board members. At the meeting, the Board may, by a majority vote, add an item that is not on the agenda.

The regular order of business at meetings of the Board of Trustees shall be:

- A. Conflict of Interest Statement;
- B. Record attendance;
- C. Approval or Modification of Agenda;
- D. Consideration and disposition of the minutes;
- E. Reports of standing committees;
- F. Reports of special committees;
- G. Report of the President;
- H. Unfinished business;
- I. New business; and
- J. Closed session, if needed.

- C. Quorum.** Eight (8) voting members of the Board in actual attendance at meetings shall constitute a quorum for the transaction of business. Unless otherwise stated, no business shall be transacted without a majority vote of the quorum. A Board member may participate by remote or electronic access as allowed by law. A majority of the full Board is required for the election, non-renewal, or termination of the College President.
- D. Ethics Statement.**  
At the beginning of each Board meeting (including Board committee meetings), the Chair shall remind all members of their duty to avoid any conflict of interest and shall inquire as to whether there is any known conflict of interest with respect to any matters coming before the Board (or Board committee) at that time.
- E. Appearances before the Board**  
Those requesting appearances before the Board of Trustees shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesman. The statement shall be filed with the Chairman at least five (5) business days in advance of the meeting at which the appearance is desired in order that it may be included in the agenda for the meeting.

## Article IV: Trustee Expectations, Removal, and Professional Development

### SECTION 1—Trustee Expectations

Board members are expected to perform essential functions for the College as described in the General Statutes, the Board of Trustees’ Bylaws, and College policy. Board members should perform these duties faithfully upholding the integrity of the office while avoiding impropriety or the appearance of impropriety.

Board members shall uphold the following standards of conduct when carrying out their official duties:

- A. Adequately prepare for and attend Board of Trustee meetings and its respective committee meetings.
- B. Render all decisions based on the available facts and appropriately seek out information from the College President, when necessary, in order to carry out the duties of the Board when making decisions and monitoring the affairs of the College.
- C. Maintain the confidentiality of information that is made private under the law and do not disclose matters discussed in closed session.
- D. Avoid conflicts of interest, as defined in law and College Policy 3.4.1, and avoid the appearance of conflicts of interest. When a conflict or potential conflict arises, the member should bring the matter to the attention of the Chair.
- E. Serving on and contributing to the work of Board and College committees when assigned.
- F. Understand that the Board of Trustees' authority arises out of official actions taken by the Board in a called meeting. Members may not obligate the College to any contract, promise, or other liability and should refrain from acting individually on behalf of the College or Board of Trustees unless authorized to do so.
- G. Adhere to North Carolina open meeting and public records laws.
- H. Participate in a College-approved Trustee orientation as well as the mandated State ethics training.
- I. Adhere to the applicable provisions of the State Ethics Act.

**SECTION 2—Trustee Removal**

- A. In accordance with N.C.G.S. §115D-19 the Board of Trustees may declare vacant the office of a member of the Board who:
1. is guilty of immoral or disreputable conduct;
  2. does not attend three consecutively scheduled meetings of the Board without justifiable excuse; or
  3. does not, within six months of appointment, participate in a Trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees or other organization approved by the Board.

Prior to declaring the office of a member vacant for the reasons above, the Board shall give the member an opportunity to provide information on why the member has failed to meet either requirement.

- B. Upon notification from the State Board of Community Colleges that sufficient evidence exists that a member of the Board of Trustees is not capable of discharging, or is not discharging, the duties of the office or is guilty of immoral or disreputable conduct, the Board shall meet to investigate the allegations provided by the State Board. The Board may request assistance from the Board's attorney or another professional to investigate the matter. The member in question shall be provided proper notice of any hearing in which the Board intends to consider the allegations and the member shall be given the opportunity to address the Board regarding the allegations. The hearing shall take place in open session and any decision by the Board shall be recorded in the minutes and made in open session. If the charges against the member are found to be true by a two-thirds vote of the members of the Board, the Board shall declare the office vacant.

The Board of Trustees may initiate its own investigation into a member's actions upon receipt of sufficient information the member is not capable of discharging, or is not discharging, the duties required of the office or is guilty of immoral or disreputable conduct. Any hearing on the matter shall be conducted in accordance with this section.

- C. The Chair shall notify the appointing body of any vacancy on the Board.

### **SECTION 3—Trustee Professional Development**

Trustees are expected to stay current on relevant topics regarding the College and may participate in professional development opportunities in addition to the mandated new Trustee orientation and ethics training. Subject to budgetary limitations, the College will defray reasonable expenses incurred by Trustees for professional development. The Chair of the Board will monitor expenditures to ensure expenditures do not exceed budget allocations.

#### **I. Authorization for Professional Development**

Trustees may participate in professional development opportunities offered by the College, the North Carolina Association of Community College Trustees, and the North Carolina Community College System. The College shall cover the reasonable expenses of travel, attendance, and meals for professional development and conferences provided by these organizations.

In order to adequately manage the budget for Trustee professional development, a Trustee must receive prior approval from the Board of Trustees Executive Committee to attend a professional development opportunity provided by an organization not listed above.

#### **II. Reimbursable Expenses**

Trustees should use good judgment in incurring travel expenses when pursuing professional development opportunities. College funds may be used to pay the following expenses for attendance at an authorized conference, convention, or other development activity.

- a. Registration Fees
- b. Lodging
- c. Meals
- d. Transportation Costs

Generally, registration, lodging, and air travel (when necessary) are scheduled through the President's office.

All other expenses associated with travel not listed above, including but not limited to, entertainment, snacks, pet boarding, laundry, and other personal items are not reimbursable. Trustees should submit reimbursement requests to the President's office no later than thirty (30) calendar days of incurring the expense.

## **Article V: Adoption and Amendment of Bylaws**

### **SECTION 1—Adoption**

Adoption of these Bylaws shall be by affirmative vote of a majority of the Board of Trustees whether in regular or special session.

### **SECTION 2—Amendments**

Amendments to these Bylaws may be proposed by any Trustee at any regular or special meeting for decision at a subsequent regular or special meeting. Adoption of amendments shall be by affirmative vote of a majority of the Board of Trustees and shall be effective upon adoption.

#### **Document History:**

*Adopted: October 1, 2001*

*Amended, Approved and Restated: April 8, 2025*

*Amended, Approved and Restated: March 3, 2026*